The terms and conditions of appointment of Independent Directors:-

Independent	K.M.Elavia	K.N.Petigara	P.P.Shah	Anita
Director				Ramachandran
Term of	5 Years from	5 Years from	5 Years from	5 Years from
Appointment	15 th September 2014			
Name of the	A)Nomination and	A)Nomination and	Corporate Social	A)Nomination and
Committee	Remuneration Committee,	Remuneration	Responsibility	Remuneration
in which	B)Stakeholders	Committee,	Committee	Committee,
nominated as	Relationship Committee	B) Audit Committee		B)Audit Committee
a member	C)Audit Committee ,			
	D)Corporate Social			
	Responsibility Committee			
Role and	> To bring an	> To bring an	➤ To bring an	> To bring an
Functions	independent	independent	independent	independent
	judgment to bear	judgment to	judgment to	judgment to
	on the Board's	bear on the	bear on the	bear on the
	deliberations	Board's	Board's	Board's
	especially on	deliberations	deliberations	deliberations
	issues of strategy,	especially on	especially on	especially on
	performance, risk	issues of	issues of	issues of
	management,	strategy,	strategy,	strategy,
	resources, key	performance,	performance,	performance,
	appointments and	risk	risk	risk
	standards of	management,	management,	management,
	conduct including	resources, key	resources, key	resources, key
	Board best	appointments	appointments	appointments
	practice, in	and standards	and standards	and standards
	functioning of the	of conduct	of conduct	of conduct
	Board and the	including	including	including
	Committees of the	Board best	Board best	Board best
	Board;	practice, in	practice, in	practice, in
	> to moderate and	functioning of	functioning of	functioning of
	arbitrate in the	the Board and	the Board and	the Board and
	interest of the	the	the Committees	the
	company as a	Committees of	of the Board;	Committees of
	whole, in	the Board;	to moderate and	the Board;
	situations of	> to moderate	arbitrate in the	> to moderate
	conflict between	and arbitrate in	interest of the	and arbitrate in
	management and	the interest of	company as a	the interest of
	shareholder's	the company as	whole, in	the company
	interest.	a whole, in	situations of	as a whole, in
		situations of	conflict	situations of
		conflict	between	conflict
		between	management	between
		management	and	management

		and shareholder's	shareholder's	and shareholder's
Duties	> To follow the	To follow the	> To follow the	To follow the
	duties as specified	duties as	duties as	duties as
	in the applicable	specified in the	specified in the	specified in
	laws, the	applicable	applicable laws,	the applicable
	Company's	laws, the	the Company's	laws, the
	policies and the	Company's	policies and the	Company's
	Articles of	policies and	Articles of	policies and
	Association, the	the Articles of	Association, the	the Articles of
	Companies Act,	Association,	Companies Act,	Association,
	2013;	the Companies	2013;	the Companies
	To follow the	Act, 2013;	To follow the	Act, 2013;
	"Code for	To follow the	"Code for	> To follow the
	Independent	"Code for	Independent	"Code for
	Directors" as	Independent	Directors" as	Independent
	specified under	Directors" as	specified under	Directors" as
	Schedule IV of the	specified under	Schedule IV of	specified
	Companies Act,	Schedule IV of	the Companies	under
	2013;	the Companies	Act, 2013;	Schedule IV of
	> To promptly	Act, 2013;	To promptly	the Companies
	inform the	> To promptly	inform the	Act, 2013;
	Company about	inform the	Company about	> To promptly
	changes, if any, in	Company	changes, if any,	inform the
	disclosure of	about changes,	in disclosure of	Company
	interest and	if any, in	interest and	about changes,
	declarations	disclosure of	declarations	if any, in
	furnished by you	interest and	furnished by	disclosure of
	to the Company	declarations	you to the	interest and
	> To apply the	furnished by	Company	declarations
	highest standards	you to the	To apply the	furnished by
	of confidentiality,	Company	highest	you to the
	and not disclose to	> To apply the	standards of	Company
	any person or	highest	confidentiality,	> To apply the
	company, any	standards of	and not disclose	highest
	confidential	confidentiality,	to any person	standards of
	information	and not	or company,	confidentiality
	concerning the	disclose to any	any	, and not
	Company and any	person or	confidential	disclose to any
	Group Companies	company, any	information	person or
	with which you	confidential	concerning the	company, any
	come into contact	information	Company and	confidential
	by virtue of your	concerning the	any Group	information
	position as a	Company and	Companies	concerning the
	Director, except as	any Group	with which you	Company and
	permitted by law	Companies	come into	any Group
	or with prior	with which	contact by	Companies
	clearance from the	you come into	virtue of your	with which
	Chairman.	contact by	position as a	you come into
		virtue of your	Director, except	contact by
		position as a	as permitted by	virtue of your

		Director, except as permitted by law or with prior clearance from the Chairman.	law or with prior clearance from the Chairman.	position as a Director, except as permitted by law or with prior clearance from the Chairman.
Fees	Rs. 1 Lakh per meeting	Rs. 1 Lakh per meeting	Rs. 1 Lakh per meeting	Rs. 1 Lakh per meeting
General	The Independent Directors appointment, remuneration, professional conduct, role, functions and duties shall be governed by the Companies Act, 2013 and the Rules made thereunder, as amended from time to time.	The Independent Directors appointment, remuneration, professional conduct, role, functions and duties shall be governed by the	Directors appointment, remuneration, professional conduct, role, functions and duties shall be governed by the Companies Act, 2013 and the Rules made	The Independent Directors appointment, remuneration, professional conduct, role, functions and duties shall be governed by the Companies Act, 2013 and the Rules made thereunder , as amended from time to time.